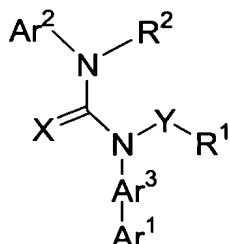


Version of Claims with Markings (Amendments highlighted in bold, language to be added underlined, language to be deleted stricken through.)

1. (Amended) A compound of the formula:



or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 is ~~an aryl or heteroaryl group;~~

Ar^2 is ~~an aryl, heteroaryl or aralkyl group or Ar^1 and Ar^2 together form a fluorene, substituted fluorene or fluorenone group with the proviso that Ar^3 must be arylene;~~

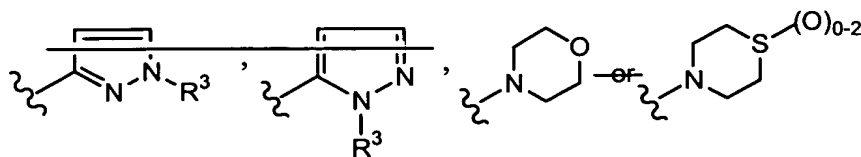
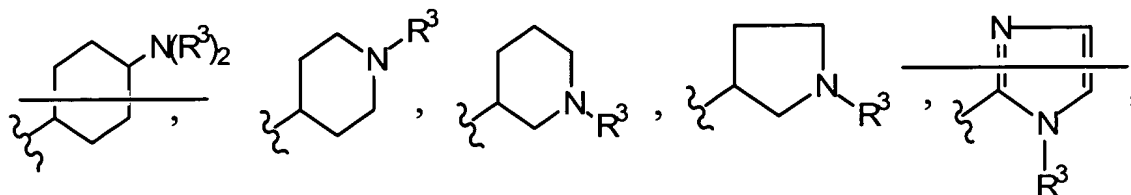
Ar^3 is ~~an arylene or heteroarylene group;~~

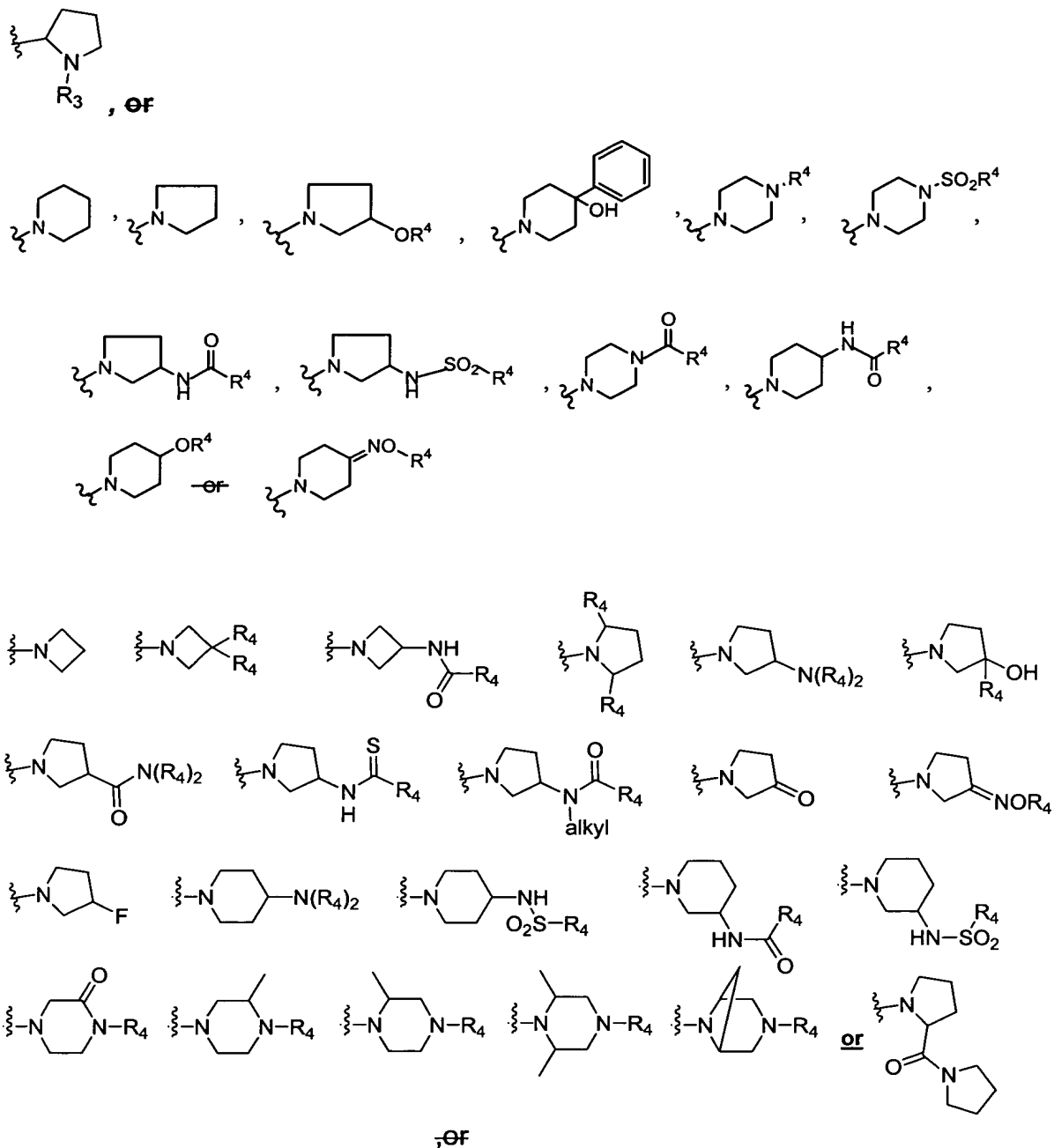
said Ar^1 , ~~Ar^2~~ and Ar^3 ~~groups possessing~~ possesses 0 to 3 substituents independently selected from the group consisting of $-(C_1-C_6)$ alkyl, $-(C_3-C_7)$ cycloalkyl, halo, $-CN$, $-(C_1-C_6)$ alkoxy, $-CF_3$, $-OCF_3$, $-CONH_2$, $-CONH(C_1-C_6)$ alkyl, $-CON(C_1-C_6)$ alkyl, $-(C_1-C_6)$ alkyl, $-NH_2$, $-NH C(O)(C_1-C_6)$ alkyl, $-NHSO_2(C_1-C_6)$ alkyl, $-S(C_1-C_6)$ alkyl, $-SO(C_1-C_6)$ alkyl, $-SO_2(C_1-C_6)$ alkyl, methylenedioxy and NO_2 ;

X is O, ~~S or N-CN;~~

Y is a single bond or a $-(C_1-C_4)$ alkylene- group;

R^1 is ~~[thiazole, aryl or heteroaryl; or]~~





R^1 is $N(R^5)_2$, $NHC(O)(C_2-C_3)alkyleneN(R^5)_2$, $C(O)NH(C_2-C_3)alkyleneN(R^5)_2$, $C(O)N(Me)(C_2-C_3)alkyleneN(R^5)_2$, $C(OH)(C_4-C_2)alkyleneN(R^5)_2$, $N(Me)(C_2-C_3)alkyleneN(R^5)_2$, $NH(C_2-C_3)alkyleneC(O)R^5$, $N(Me)(C_2-C_3)alkyleneN(Me)SO_2(R^5)$ or $N(Me)(C_2-C_3)alkyleneC(O)N(R^5)_2$;

R^2 is H or $-(C_1-C_6)alkyl$;

R^3 is independently H, or nonsubstituted or halosubstituted $-(C_1-C_6)alkyl$, $-(C_3-C_7)cycloalkyl$, $-(C_3-C_7)cycloalkyl(C_1-C_6)alkyl$, $-(C_1-C_6)alkoxy$, $-(C_1-C_6)alkoxy$ $(C_1-C_6)alkylene$, aryl, -aralkyl or -heteroaralkyl; or

R^4 is H, nonsubstituted or halosubstituted $-(C_1-C_6)alkyl$, $-NH(C_1-C_6)alkyl$, $-NHaryl$, aryl; or alkoxy or hydroxy substituted alkyl, and

R^5 is independently H, or nonsubstituted or halosubstituted $-(C_1-C_6)alkyl$, $-(C_3-C_7)cycloalkyl$, $-(C_3-C_7)cycloalkyl(C_1-C_6)alkyl$, aryl, -aralkyl, -heteroaralkyl, $-(C_1-C_6)alkoxy$ or $(C_1-C_6)alkylene(C_1-C_6)alkoxy$.

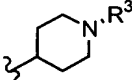
3. (Amended) A compound as defined in Claim 1;

or a pharmaceutically acceptable addition salt and or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 and Ar^2 are independently phenyl or pyridyl,

Ar^3 is 1, 4-arylene,

R^1 is  in which R^3 is $-(C_1-C_6)alkyl$, $-(C_3-C_7)cycloalkylmethyl$, $(C_1-C_6)alkoxy-$ or $(C_1-C_6)alkoxy(C_1-C_6)alkylene-$,

R^2 is H,

X is O; and

Y is a single bond or $-(C_1-C_3)alkylene$.

4. ~~(Canceled) A compound as defined in Claim 1~~

~~Or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;~~

—wherein

~~Ar¹ and Ar² are independently phenyl or pyridyl,~~

~~Ar³ is 1,4-arylene,~~

~~R¹ is N(R⁵)₂ or C(O)NH(C₂-C₃)alkylene N(R⁵)₂ in which each R⁵ is independently H, (C₁-C₆)alkyl, ar(C₁-C₆)alkyl, heteroaryl, heteroarylalkyl, halo-substituted (C₁-C₆)alkyl, (C₃-C₇)cycloalkyl,~~

~~X is O; and~~

~~Y is (C₂-C₃)alkylene.~~

5. (Amended) A compound as defined in Claim 1

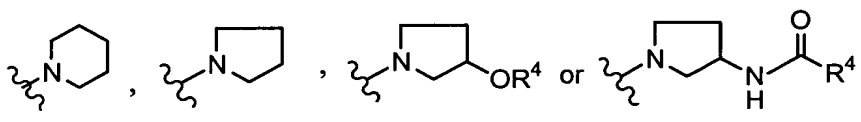
~~or~~ or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar¹ and Ar² are independently phenyl or pyridyl,

Ar³ is 1,4-arylene,

R¹ is selected from



X is O; and

Y is (C₂-C₃)alkylene.

12. (Amended) A compound as defined in Claim 1 selected from the group consisting of

